

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

Lordstown Motors Corp., *et al.*,¹

Debtors.

Chapter 11

Case No. 23-10831 (MFW)

(Jointly Administered)

Objection Deadline: December 4, 2023 at 4:00 p.m. (ET)

Hearing Date: December 11, 2023 at 2:00 p.m. (ET)

**COVER SHEETS FOR FIRST INTERIM APPLICATION OF
WHITE & CASE LLP FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM
JUNE 27, 2023 TO AND INCLUDING SEPTEMBER 30, 2023**

Name of Applicant: White & Case LLP

Authorized to Provide Professional Services to: Debtors and Debtors in Possession

Date of Retention: Effective June 27, 2023

Period for Which Compensation and Reimbursement Are Requested: June 27, 2023 – September 31, 2023

Total Amount of Compensation (100%): \$5,533,760.00

Amount of Compensation Requested by Prior Monthly Fee Applications (80%): \$4,427,008.00

Amount of Compensation Held Back from Prior Monthly Fee Applications (20%): \$1,106,752.00²

Total Amount of Expense Reimbursement: \$9,066.87

Aggregate Amount of Compensation and Expense Reimbursement \$5,542,826.87

This is an interim fee application.

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corp. (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Debtors' service address is 27000 Hills Tech Ct., Farmington Hills, MI 48331.

² Assumes that the 80% requested by White & Case in its September Monthly Fee Application will be paid in full.

MONTHLY FEE APPLICATIONS FILED

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
		Requested		Approved On Monthly Basis		Holdback		Total Approved By Interim Order	
Date; D.I.	Period Covered	Fees	Expenses	Fees	Expenses	Fees	Expenses	Fees	Expenses
9/13/2023 D.I. 422	6/27/2023 – 7/31/2023	\$2,296,617.00	\$4,880.64	\$1,837,293.60	\$4,880.64	\$459,323.40	\$0.00	TBD	TBD
10/20/2023 D.I. 594	8/1/2023 – 8/31/2023	\$1,923,539.00	\$4,149.65	\$1,538,831.20	\$4,149.65	\$384,707.80	\$0.00	TBD	TBD
11/10/2023 D.I. 684	9/1/2023- 9/30/2023	\$1,313,604.00	\$36.58	TBD	TBD	TBD	TBD	TBD	TBD

**SUMMARY OF TOTAL FEES AND HOURS
BY ATTORNEYS AND PARAPROFESSIONALS**

Name	Title	Year Admitted	Areas of Expertise	Hours	Rate	Fees
Akkoyun, Ty	Associate	2019	M&A - Private Equity Practice	28.2	\$1,060.00	\$29,892.00
Al-Buainain, Jarrah	Associate	2020	Technology Transactions Practice	40.4	\$1,020.00	\$41,208.00
Cieply, Adam	Partner	2010	M&A - Corporate Practice	83.3	\$1,460.00	\$121,618.00
Dreier, David	Partner	1995	Tax Practice	16.4	\$1,950.00	\$31,980.00
Garr, Laura	Partner	2010	Commercial Litigation Practice	48.1	\$1,370.00	\$65,897.00
Gorsich, Ronald	Partner	2001	Financial Restructuring & Insolvency (FRI) Practice	69.0	\$1,370.00	\$94,530.00
Green, Jesse	Counsel	2007	Commercial Litigation Practice	237.5	\$1,310.00	\$311,125.00
Hanson, Erin	Partner	2010	Technology Transactions Practice	35.0	\$1,460.00	\$51,100.00
He, Fan	Counsel	2007	Financial Restructuring & Insolvency (FRI) Practice	390.9	\$1,310.00	\$512,079.00
Hirshorn, Deanna	Legal Assistant	N/A	Financial Restructuring & Insolvency (FRI) Practice	27.2	\$380.00	\$10,336.00
Iloegbunam, Michael	Associate	2022	Tax Practice	35.9	\$830.00	\$29,797.00
Kampfner, Roberto	Partner	1995	Financial Restructuring & Insolvency (FRI) Practice	255.5	\$1,590.00	\$406,245.00
Kane, Alanna	Associate	2023	Pool Associates - Litigation	24.1	\$740.00	\$17,834.00
Kaul, Sequoia	Associate	2018	Commercial Litigation Practice	185.3	\$1,060.00	\$196,418.00
Kim, David	Associate	2021	Financial Restructuring & Insolvency (FRI) Practice	66.1	\$960.00	\$63,456.00
Kim, Doah	Associate	2012	Financial Restructuring & Insolvency (FRI) Practice	349.8	\$1,270.00	\$444,246.00
Kropp, Andrea	Associate	2021	Financial Restructuring & Insolvency (FRI) Practice	26.5	\$1,020.00	\$27,030.00
Lauria, Thomas	Partner	1987	Financial Restructuring & Insolvency (FRI) Practice	82.0	\$2,100.00	\$172,200.00
Ludovici, Stephen	Associate	2014	Financial Restructuring & Insolvency (FRI) Practice	56.3	\$1,240.00	\$69,812.00
Mezei, Livy	Associate	2017	Financial Restructuring & Insolvency (FRI) Practice	164.3	\$1,020.00	\$167,586.00
Padmanabhan, Aditi	Associate	2023	Pool Associates - Litigation	103.3	\$740.00	\$76,442.00
Pryor, Gregory	Partner	1989	M&A - Corporate Practice	137.8	\$1,950.00	\$268,710.00
Saunders, Coleman	Associate	2021	Commercial Litigation Practice	80.8	\$960.00	\$77,568.00
Shu, Cathy	Associate	2022	Financial Restructuring & Insolvency (FRI) Practice	10.5	\$740.00	\$7,770.00
Sim, Linda	Partner	2014	Technology Transactions Practice	32.5	\$1,370.00	\$44,525.00
Smith, Erin	Associate	2014	Commercial Litigation Practice	34.6	\$1,270.00	\$43,942.00
Strom, Peter	Associate	2021	Financial Restructuring & Insolvency (FRI) Practice	138.4	\$960.00	\$132,864.00
Szuba, RJ	Associate	2017	Financial Restructuring & Insolvency (FRI) Practice	378.2	\$1,140.00	\$431,148.00
Turetsky, David	Partner	2003	Financial Restructuring & Insolvency (FRI) Practice	492.0	\$1,750.00	\$861,000.00

Wick, Katie	Legal Assistant	N/A	Financial Restructuring & Insolvency (FRI) Practice	11.4	\$380.00	\$4,332.00
Yu, Stanley	Associate	N/A	Technology Transactions Practice	35.0	\$1,140.00	\$39,900.00
Zakia, Jason	Partner	1999	Commercial Litigation Practice	324.5	\$1,750.00	\$567,875.00
Zhang, Shirley	Associate	2022	M&A - Private Equity Practice	136.5	\$830.00	\$113,295.00
Grand Total				4,137.3		\$5,533,760.00

STATEMENT OF FEES AND EXPENSES BY PROJECT CATEGORY

Cat. No.	Project Category Description	Total Hours	Total Fees
B01	Asset Analysis, Sale & Disposition	830.1	\$1,116,653.00
B02	Automatic Stay Issues	185.4	\$208,792.00
B03	Avoidance Actions & Other Asset Recovery	0.0	\$0.00
B04	Business Operations, Vendor & Utility Issues	41.8	\$56,183.00
B05	Case Administration	70.3	\$70,049.00
B06	Case Strategy	95.0	\$140,720.00
B07	Claims Administration & Objections	148.0	\$200,266.00
B08	Corporate Advice & Board Meetings	71.0	\$114,947.00
B09	Creditor Meetings & Statutory Committees	243.7	\$280,493.00
B10	Disbursement	0.0	\$0.00
B11	Discovery	0.0	\$0.00
B12	Exclusivity, Plan & Disclosure Statement	400.7	\$557,376.00
B13	Executory Contracts & Unexpired Leases	119.4	\$146,911.00
B14	First Day Pleadings	173.2	\$227,243.00
B15	Hearings & Court Matters	191.9	\$296,365.00
B16	Insurance Issues	58.6	\$73,271.00
B17	Litigation	947.2	\$1,311,394.00
B18	Nonworking Travel	0.0	\$0.00
B19	Professional Retention & Fees – W&C	49.2	\$57,224.00
B20	Professional Retention & Fees – Other	124.7	\$155,190.00
B21	Reports, Schedules & U.S. Trustee Issues	273.3	\$368,341.00
B22	Tax Issues	52.5	\$68,236.00
B23	Employee Issues	61.3	\$84,106.00
	Grand Total	4,137.3	\$5,533,760.00

EXPENSE SUMMARY

Category	Total Amount
Airfare	\$1,992.60
Bus - Out of Town	\$78.98
Business Meals	\$25.00
Car Rental	\$112.21
Computer Services	\$20.00
Conference Room Dining	\$193.53
Document Research	\$37.62
Hotel Expense	\$4,630.52
Overtime Meals	\$364.46
Professional Service	\$665.48
Taxi - Business	\$667.69
Taxi - Overtime	\$219.78
Travel Meals	\$59.00
Grand Total	\$9,066.87

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In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Chapter 11 Professionals and Committee Members* [Docket No. 181] (the “**Interim Compensation Procedures**”), White & Case LLP (“**White & Case**”), attorneys for the debtors and the debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases, hereby files this first interim application (this “**Application**”) for the period from June 27, 2023 to and including September 30, 2023 (the “**Application Period**”) requesting (a) interim allowance and payment of \$5,542,826.87, consisting of (i) compensation for professional services to the Debtors in the amount of \$5,533,760.00, representing 100% of the fees earned by White & Case and for which White & Case is seeking compensation for professional services to the Debtors during the Application Period, and (ii) reimbursement of 100% of the actual and necessary expenses incurred by White & Case during the Application Period in connection

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with such services in the amount of \$9,066.87, without prejudice to White & Case's right to seek additional compensation for services performed and expenses incurred during the Application Period, if any, which were not processed at the time of this Application, and (ii) grant such other and further relief as is just and proper. These amounts reflect voluntary reductions made by White & Case before filing, in the aggregate, of \$1,003,674.00 (~15.4%) in fees and \$342.01 (~3.6%) in expenses (and for which White & Case did not seek compensation or reimbursement as part of its Monthly Fee Applications that covered the Application Period).

Specifically, White & Case requests that the Court award interim allowance of the compensation and reimbursement expenses that were the subject of the following Monthly Fee Applications (as defined below) that covered the Application Period.

On September 13, 2023, White & Case filed its first monthly fee application (the “**First Monthly Fee Application**”) for the period from June 27, 2023 to July 31, 2023 [Docket No. 422]. Pursuant to the Interim Compensation Procedures, White & Case has been paid \$1,842,174.24, representing \$1,837,293.60 in fees (80% of the \$2,296,617.00 of fees earned) and \$4,880.64 in expenses, and \$459,323.40 in fees have been held back.

On October 20, 2023, White & Case filed its second monthly fee application (the “**Second Monthly Fee Application**”) for the period of August 2023 [Docket No. 594]. Pursuant to the Interim Compensation Procedures, White & Case has been paid (or expects to be paid before this Application is decided) \$1,542,980.85, representing \$1,538,831.20 in fees (80% of the \$1,923,539.00 of fees earned) and \$4,149.65 in expenses, and \$384,707.80 in fees have been held back.

On November 10, 2023, White & Case filed its third monthly fee application (the “**Third Monthly Fee Application**,” and together with the First Monthly Fee Application and the Second

Monthly Fee Application, the “**Monthly Fee Applications**”) for the period of September 2023 [Docket No. 684]. While the objection period for the Third Monthly Fee Application under the Interim Compensation Procedures has not yet passed, should no objection be made, then White & Case will be paid \$1,050,919.78, representing \$1,050,883.20 in fees (80% of the \$1,313,604.00 of fees earned) and \$36.58 in expenses, and \$262,720.80 in fees will have been held back.

Details of White & Case’s fees and expenses for the Application Period are attached as exhibits to White & Case’s Monthly Fee Applications, which have been filed at Docket Nos. 422 (First Monthly Fee Application), 594 (Second Monthly Fee Application) and 684 (Third Monthly Fee Application).

As set forth in the Monthly Fee Applications and above, the compensation and expense reimbursements that were the subject of the Monthly Fee Applications reflected voluntary reductions made by White & Case before filing of, in the aggregate, \$1,003,674.00 (~15.4%) in fees and \$342.01 (~3.6%) in expenses.

Exhibits A, B, and C attached hereto contain certain schedules pursuant to the *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* (the “**U.S. Trustee Guidelines**”).

In addition, White & Case states as follows in response to the questions set forth in paragraph C.5 of the U.S. Trustee Guidelines:

1. Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the Application Period? If so, please explain.
 - a. **White & Case did not agree to any variations from, or alternatives to, its standard or customary billing rates, fees, or terms for services pertaining to this engagement.**

2. If the fees sought in this Application as compared to the fees budgeted for the time period covered by this Application are higher by 10% or more, did you discuss the reasons for the variation with the client?
 - a. **The fees sought in this Application as compared to the fees budgeted for the time period covered by this Application are not higher by 10% or more.**
3. Have any of the professionals included in this Application varied their hourly rate based on the geographic location of the bankruptcy case?
 - a. **The professionals included in this Application did not vary their hourly rate based on the geographic location of the bankruptcy case.**
4. Does the Application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.) If so, please quantify by hours and fees.
 - a. **No. However, this Application does include time or fees for reviewing time records to redact any privileged or other confidential information as discussed in the answer to question 5 below.**
5. Does this Application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.
 - a. **Yes. This Application includes time or fees for reviewing time records to redact any privileged or other confidential information in connection with the preparation of White & Case's Monthly Fee Applications relating to the Application Period. White & Case is seeking compensation for approximately 18.8 hours and \$17,502.00 in fees with respect to this point.**
6. If the Application includes any rate increases since retention:
 - a. Did your client review and approve those rate increases in advance?
 - i. **There have been no rate increases since retention.**
 - b. Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?
 - i. **There have been no rate increases since retention.**

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Dated: November 14, 2023

Respectfully submitted,

/s/David M. Turetsky

WHITE & CASE LLP

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